

BYLAWS OF EDISTO BEACH PROPERTY OWNERS ASSOCIATION, INC.

The original Bylaws were adopted by the membership at a meeting in the Town of Edisto Beach, State of South Carolina, on the 4th day of December, 1984.

The following Bylaws, adopted February 22, 2009, and revised on October 28, 2022 shall govern the business of the Association except as the same may from time to time be abridged or amended.

ARTICLE I

NAME AND OFFICES AND TYPE OF ORGANIZATION

Section 1. Name – The name of this Association is Edisto Beach Property Owners Association, Inc. The Association is a Nonprofit Public Benefit Organization, incorporated December 4, 1984, and filed with the South Carolina Secretary of State on February 6, 2001.

Section 2. Offices – The principal office of the Association shall be in the County of Colleton, Town of Edisto Beach, State of South Carolina. The Association may also have offices at such other places as the Board of Trustees may from time to time designate.

ARTICLE II

STATEMENT OF PURPOSE

To incorporate property owners in Edisto Beach, South Carolina in order to function adequately, properly and in a timely manner on any and all matters in which we have a similar or common interest. To protect our beach and its environs, its residents and people from excessive population density, over-development, commercialization, and to address concerns for the local environment and environmental issues that could affect our Community. To have legal representation on a retainer basis that our Association will be able to access in order to act in unison on any question that may be controversial, illegal or potentially damaging to our way of life. To have an organization which will have representatives at each and every meeting of our municipal government and in this regard to have proper input into the activities of our Town Council, its boards and committees.

ARTICLE III

MEMBERS VOTE AND MEETINGS OF MEMBERS

Section 1a. Who shall be a member. – Membership in this association shall include those persons who currently own property within the town limits of Edisto Beach, South

Carolina; and who have applied for and are granted membership; and have paid their annual membership dues.

Membership in this association shall terminate for any member ceasing to be the legal owner of record of property within the town limits of Edisto Beach, South Carolina or for non-payment of annual dues.

Section 1b. An additional class of membership shall be called "Supporters of the EBPOA". This class shall include any person who subscribes to the Statement of Purpose, who has applied for and been granted membership and has paid their annual dues. The membership of this class does not have voting privileges and may not hold office in the Association but enjoys all the other benefits of full membership.

Section 1c. Dues shall be set by the Board of Trustees and shall be the minimum required to pay the ordinary expenses of the Association and maintain a reserve fund adequate to pay legal expenses and expenses incurred in extraordinary circumstances.

Section 2. Annual Meeting – The annual meeting of the members of Edisto Beach Property Owners Association, Inc. shall be held during the first half of each year at such time and place as the trustees may determine. At such meeting, the voting members shall elect, by majority vote, the Trustees for the expired or open positions on the Board.

Section 3. Special Meetings – Special Meetings of voting members may be called and held at any time and place by the President of Trustees and may also be called upon the written request of not less than two (2) other officers of the Association, stating the time, place and purpose of the meeting.

Section 4. Notice of Meetings – Notice of annual and special meetings, together with a statement of the purposes thereof, shall be sent in writing via mail or electronic mail to all members, voting or otherwise, to their residence at least ten (10) days prior thereto.

Section 5. Voting Rights – Each membership in good standing (including a membership under one person's name) as of the date for the annual meeting shall be entitled to two votes on each matter if present at the meeting or, if unable to be present, by a signed and dated proxy or by a signed and dated ballot. Ballots may be taken from the voting members by mail or electronic mail prior to the annual meeting and tabulated together with ballots taken at the meeting from members who have not submitted ballots by mail or email.

Each property shall have no more than one voting membership. A membership shall have but two votes regardless of number of properties held.

The officers are hereby authorized to establish regulations for voting by mail and email.

Any meeting rules or procedures not specified herein shall be controlled by Robert's Rules of Order, the latest edition based on the date of need.

Section 6. Quorum – The number of voting members equal to fifteen percent of the total number of members having voting privileges, which are present at any meeting of the whole membership, shall constitute a quorum.

ARTICLE IV

TRUSTEES

Section 1 The number of Trustees shall be no more than seventeen (17) and no fewer than seven (7), as set by the Board of Trustees, unless amended by the process set forth in ARTICLE XIII. The Trustees must be in good standing while serving on the Board. One Trustee, however, may be from the "Supporters of the EBPOA" membership class. That Trustee would not have voting rights on the Board.

All Trustee terms will be for three fiscal years. It is the intent of the Association to stagger the terms of the Trustees such that only a minority portion of the terms of the Board members expires in a given year. To facilitate this, there shall be an election of one-third of the total number of Trustees elected every year for three year terms.

A slate of Trustees for the three fiscal year terms, comprised of the minimum to maximum number as stated above, shall be nominated each year by the Board, prior to the Annual Meeting. Other nominations for Trustees, as well as other proposed actions, must be submitted in writing, with written approval to the Board from a second member, at least 60 days prior to the Annual Meeting, to be placed into nomination or on the ballot.

Association members considered for Trustee elections must be in good standing as of the date of the annual meeting.

Section 2. Any vacancy occurring in the Board of Trustees may be filled by the affirmative vote of the majority of the remaining Trustees. A Trustee elected to fill a vacancy shall be elected for the unexpired portion of the three fiscal year term of his/her predecessor in office. A Trustee's membership on the Board may be terminated by resignation or by a majority vote of the board in attendance for absence at three consecutive meetings unless the Trustee presents an excuse acceptable to a majority of the Board.

Section 3. The affairs of the Association shall be managed by its Board of Trustees which may exercise all such powers of the Association and do all such lawful acts and things as are not by statute or by the Articles of Incorporation or by these Bylaws directed or required to be exercised or done by the voting members. The Board of Trustees shall have the full power to manage all affairs and business of the corporation and the Trustees shall in all cases act as a board. They may adopt such rules and regulations for the conduct of their meetings and the management of the corporation as they deem proper, that are not inconsistent with these Bylaws and the laws of this State.

Section 4. The Board of Trustees, by the affirmative vote of a majority of the Trustees then in office, shall have the authority to establish reasonable compensation of all Trustees for services to the corporation as Trustees, officers or otherwise.

ARTICLE V

MEETINGS OF BOARD OF TRUSTEES

Section 1. The first meeting of each newly elected Board of Trustees shall be held within 30 days of the annual meeting and shall be called by the previous President of the Board of Trustees upon ten (10) days notice to the newly elected Board giving the time and place of the meeting. If a quorum cannot be obtained at the called meeting the meeting may be convened at a time and place fixed by the consent in writing of all the Trustees.

Section 2. Regular meetings of the Board of Trustees may be held upon notice at such time and such place as shall from time to time be determined by the Board.

Section 3. Special meetings of the Board of Trustees may be called by the President on three day's notice to each Trustee, either personally, or by mail or email. Special meetings shall be called by the Secretary in like manner and on like notice on the written request of four (4) Trustees.

Section 4. Attendance of the Trustee at any meeting shall constitute a waiver of notice of such meeting, except where a Trustee attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted nor the purpose of any regular or special meeting of the Board of Trustees need be specified in the notice or waiver of notice of such meeting.

Section 5. A majority of the Trustees shall constitute a quorum for the transaction of business. The act of a majority of the Trustees present at any meeting at which a quorum is present shall be the act of the Board of Trustees. If a quorum shall not be present at any meeting of Trustees, the trustees present at such meeting may adjourn the meeting without notice, other than an announcement at the meeting, until a quorum shall be present.

Section 6. Any action required or permitted to be taken at a meeting of the Trustees may be taken without a meeting if a consent, in writing, to include electronic mail, setting forth the action taken, shall be signed by all of the Trustees entitled to vote with respect to the subject matter thereof.

Section 7. All other business conducted in meetings shall conform with and be governed by the latest version of Roberts Rules of Procedure.

ARTICLE VI

OFFICERS

Section 1. The officers of the Association shall be chosen by the Board of Trustees, and shall be a President, a Vice President, a Secretary and a Treasurer. The Board of Trustees may combine any offices except that of President and Treasurer. The Board of Trustees may also appoint one or more Vice Presidents and one or more Assistant Secretaries and Assistant Treasurers.

Section 2. The Board of Trustees, at its first meeting after its annual meeting of voting members each year, shall choose a President, a Vice President, a Secretary and a Treasurer from among the Trustees.

Section 3. The Board of Trustees may appoint such other officers and agents as it shall deem necessary. They shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Trustees.

Section 4. The salaries of all officers, other than Trustees of the Association, shall be fixed by the Board of Trustees. Salaries of officers who are Trustees shall be set in accordance with Article IV, Section 4 of these Bylaws.

Section 5. The officers of the association shall hold office until their successors are chosen and qualified. Any officer elected or appointed by the Board of Trustees may be removed at any time by the affirmative vote of the majority of the Board of Trustees. Any vacancy occurring in any office of the Association shall be filled by the Board of Trustees.

Section 6. President – The President shall be the Chief Executive Officer of the Association and, subject to the Board of Trustees, shall have general and direct supervision of the management and operation of the affairs of the Association, and shall perform such other duties as may from time to time be assigned to him by the Board of Trustees. The President shall preside at all meetings of the members and at the Board of Trustees. He shall execute bonds, mortgages and other contracts requiring a seal under the seal of the Association, except where required or permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the Board of Trustees to some other officer or agent of the Association.

Section 7. Vice Presidents – If appointed by the Board of Trustees, the Vice President, or, if there shall be more than one, shall, in the absence or disability of the President, perform the duties and exercise the powers of the President and shall perform such other duties and have such other powers as the Board of Trustees may from time to time prescribe.

Section 8. The Secretary - The Secretary shall attend all meetings of the Board of Trustees and all meetings of the voting members, shall record all the proceedings of the meetings of the Association and of the Board of Trustees in a book to be kept for the purpose and shall perform like duties for the standing committees when required. Such records shall be kept for internal purposes only, and may not be shared, distributed, copied, or otherwise disseminated outside of the Board. The Secretary shall give, or cause to be given, notice of all meetings of the members or the Board of Trustees, and shall perform such other duties as may be prescribed by the Board of Trustees or President under whose supervision the Secretary shall be. The Secretary shall have custody of the corporate seal of the Association and the Secretary or an Assistant Secretary shall have authority to affix the same to any instrument requiring it and, when so affixed, it may be attested by the Secretary's signature or by the signature of such Assistant Secretary. The Board of Trustees may give general authority to any other officer to affix the seal of the Association and to attest the affixing of the Secretary's signature.

Section 9. The Treasurer - The Treasurer shall have the custody of the Association funds and securities, shall keep full and accurate accounts of receipts and disbursements in books belonging to the Association and shall deposit all monies and other valuable effects in the name and to the credit of the Association in such depositories as may be designated by the Board of Trustees.

The Treasurer shall disburse the funds of the Association as may be ordered by the Board of Trustees, taking proper vouchers for such disbursements, and shall render to the President and the Board of Trustees at its regular meetings, or when the Board of Trustees so requires, an account of all the Treasurer's transactions as Treasurer and of the financial condition of the Association.

If required by the Board of Trustees, the Treasurer shall give the Association a bond in such sum and with such surety or sureties as shall be satisfactory to the Board of Trustees for the faithful performance of the duties of the Treasurer's office, and in the event of the Treasurer's death, resignation, retirement or removal from office, for the restoration to the Association of all books, papers, vouchers, money and other property of whatever kind in the Treasurer's possession or under the Treasurer's control belonging to the Association.

ARTICLE VII

PROHIBITION AGAINST SHARING IN CORPORATE EARNINGS

No member, Trustee, officer, employee, committee member or person connected with the Association, or any other private individual shall receive at any time any of the net earnings or pecuniary profit from the operations of the Association, provided that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the Association in effecting any of its purposes as shall be fixed by the Board of Trustees; and no such person or persons shall be be entitled to share

in the distribution of any of the Association assets upon the dissolution of the Association.

All members of the Association shall be deemed to have expressly consented and agreed that upon such dissolution or winding up of the affairs of the Association, whether voluntary or involuntary, the assets of the Association, after all debts have been satisfied, then remaining in the hands of the Board of Trustees shall be distributed, transferred, conveyed, delivered and paid over, in such amounts as the Board of Trustees may determine or as may be determined by a court of competent jurisdiction upon application of the Board of Trustees, exclusively to charitable, religious, scientific, testing for public safety, literary or educational organizations which would then qualify under the provisions of Section 501 of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

ARTICLE VIII

PROHIBITED ACTIVITIES

Notwithstanding any other provision of these Bylaws, no member, Trustee, officer, employee or representative of this Association shall take any action, make any endorsement or carry on any activity by or on behalf of the Association in support of any candidate for office, public or private, on the local, state or national level. Any member of this Association is free to support candidates on their own behalf without limitation. The Association shall be free to actively support and endorse legislation and activities deemed by the Board of Trustees to be favorable to the interests of the citizens of Edisto Beach and to solicit and expend funds, make monetary contributions and employ lobbyists to further such legislation.

ARTICLE IX

NOTICE

Section 1. Any notice to voting members, Board of Trustees or officers of the Association shall be in writing, to include electronic mail notices, and shall be delivered personally, mailed or emailed to their respective addresses appearing on the books of the Association. Notice by mail shall be deemed to be given at the time when the same shall be deposited in the United States mail, postage prepaid.

Section 2. Whenever any notice is required to be given under the provisions of the statutes or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE X

CHECKS

All checks, deposits, demands for money, and notes of the Association shall be signed by the President and the Treasurer or deposited by the President or the Treasurer. In the event that either officer is not available, the Vice President shall be designated as an Alternate.

ARTICLE XI

FISCAL YEAR

The fiscal year of the Association shall be fixed by resolution of the Board of Trustees, and shall be from annual meeting until the next annual meeting.

ARTICLE XII

AMENDMENTS

These Bylaws may only be amended or repealed by a Board of Trustees meeting duly called for the specific purpose of amending or repealing the same, and shall be done by a two-thirds affirmative vote of the whole Board of Trustees.

ARTICLE XIII

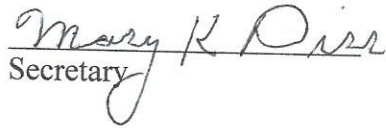
DISPOSITION OF ASSETS UPON DISSOLUTION

Upon dissolution of this Association, a Special Meeting of the Board of Trustees must be called for the limited purpose of the disposition of any Association assets that may remain in the Association's possession and/or accounts. A majority of the Board members who are present shall confirm with a majority vote that the assets be distributed to the Edisto Island Open Land Trust. Should the Edisto Island Open Land Trust no longer be operational under its current mission, or be active and in good standing with the S.C. Secretary or State, the remaining assets would then be distributed to the Low County Land Trust, with the same provisions.

Adopted in a Special Meeting of the Board of Trustees
Date: February 22, 2009

Revised in a Special Meeting of the Board of Trustees October 28, 2022


President


Secretary